

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SABBY VOLATILITY WARRANT MASTER
FUND LTD.,

Plaintiff,

-against-

ADITXT, INC.,

Defendant.

Civ. No. 23-cv-10288 (JPO)

**ORDER APPROVING ISSUANCE
PURSUANT TO SECTION 3(A)(10)
OF THE SECURITIES ACT OF 1933**

Upon the unopposed application of Plaintiff Sabby Volatility Warrant Master Fund Ltd. (“Sabby”) and Defendant Aditxt, Inc. (“Aditxt”) for the approval of the issuance of the Settlement Shares (as defined below) as exempt from registration with the United States Securities and Exchange Commission (the “SEC”) and without restrictive legends, pursuant to Section 3(a)(10) of the Securities Act of 1933, 15 U.S.C. § 77c(a)(10), as described herein, and pursuant to the Settlement Agreement and Mutual Release entered into as of January 3, 2024 between Sabby and Aditxt (the “Settlement Agreement”) resolving this action.

The Court, having considered the terms and conditions of the issuance, pursuant to the Settlement Agreement, and after due deliberation and sufficient cause appearing therefore, the Consent Motion is GRANTED, and it is hereby

FOUND, DETERMINED, AND ORDERED THAT:

1. The issuance and transfer of up to 1,000,000 shares of Common Stock of Aditxt, which shall be used to provide Sabby with the Settlement Shares, as defined in the Settlement Agreement, is hereby approved as fair within the meaning of Section 3(a)(10) of the Securities

Act of 1933, 15 U.S.C. § 77c(a)(10), and the Settlement Shares are therefore unrestricted and exempt from registration with the Securities and Exchange Commission.

2. The Clerk of Court is respectfully directed to enter final judgment dismissing the Complaint and closing the case.

3. This Court shall retain jurisdiction to resolve any issues relating to this Order.

DATED: New York, New York
January 11, 2024



J. PAUL OETKEN
United States District Judge